

Exhibit 1**Lien Priority Annex**

DIP ABL Priority Collateral (and Avoidance Proceeds with Respect to such Assets)	DIP Term Priority Collateral (and Avoidance Proceeds with Respect to such Assets)
Carve Out	Carve Out
ABL Prepetition Permitted Liens	Term Loan Prepetition Permitted Liens
DIP ABL Liens DIP ABL Superpriority Claim	DIP Term Liens DIP Term Superpriority Claim
Adequate Protection Liens (for Prepetition ABL Secured Parties) Adequate Protection Superpriority Claims (for Prepetition ABL Secured Parties)	Adequate Protection Liens (for Prepetition Term Loan Secured Parties) Adequate Protection Superpriority Claims (for Prepetition Term Loan Secured Parties)
Prepetition ABL Liens Prepetition ABL Obligations	Prepetition Term Loan Liens Prepetition Term Loan Obligations
DIP Term Liens DIP Term Superpriority Claim	DIP ABL Liens DIP ABL Superpriority Claim
Adequate Protection Liens (for Prepetition Term Loan Secured Parties) Adequate Protection Superpriority Claims (for Prepetition Term Loan Secured Parties)	Adequate Protection Liens (for Prepetition ABL Secured Parties) Adequate Protection Superpriority Claims (for Prepetition ABL Secured Parties)

Prepetition Term Loan Liens Prepetition Term Loan Obligations	Prepetition ABL Liens Prepetition ABL Obligations
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Exhibit 2

DIP ABL Credit Agreement

Exhibit 3

DIP Term Credit Agreement

Exhibit 4

Approved Budget

Exhibit 5

DIP Milestones

Case Milestones:

- On the Petition Date or the calendar day immediately following the Petition Date, the Debtors shall file a motion with the Bankruptcy Court seeking assumption of that certain *Master Services Agreement*, dated as of November 30, 2022, between Gordon Brothers Retail Partners, LLC and Big Lots Stores, LLC, including any amendments and supplements thereto, pursuant to Section 365 of the Bankruptcy Code.
- On the Petition Date or the calendar day immediately following the Petition Date, the Debtors shall file a motion to approve the DIP Facilities.
- On or before five days after the Petition Date, the order approving the DIP Facilities on an interim basis shall be entered by the Bankruptcy Court.
- On or before October 22, 2024, the order approving the DIP Facilities on a final basis shall be entered by the Bankruptcy Court pursuant to an order in form and substance acceptable to the DIP Agents.
- On or before December 8, 2024, the Debtors shall have filed a motion to extend the lease assumption/rejection period by the maximum amount of time permitted under Section 365 of the Bankruptcy Code.

Store Closing and Sale Milestones:

- On the Petition Date or the calendar day immediately following the Petition Date, the Debtors shall file a motion, to be in form and substance acceptable to the DIP Agents (the “*Sale Procedures Motion*”), requesting an order of the Bankruptcy Court approving the procedures for a sale of all or substantially all of the assets of each of the Debtors under

Section 363 of Bankruptcy Code on terms acceptable to the DIP Agents (the “***Sale***”), which motion shall, among other things, (w) seek approval of the bidding procedures for the Sale (the “***Bid Procedures***”), (x) seek approval of the Stalking Horse Bidder (as defined in the Bid Procedures) (y) establish the date of the Auction (as defined in the Bid Procedures) and (z) establish a date for a hearing to approve the Sale.

- During or prior to the week of September 28, 2024, as provided in the Approved Budget unless otherwise agreed by the DIP Agents, the DIP Loan Parties shall commence with the next phase of store closings of an additional approximately 250 stores, which such store closings shall be consummated by no later than January 15, 2025, provided that, any stores for which the Debtors have received a bid (acceptable to the DIP Agents in their permitted discretion) on or prior to such additional phase shall not be included in such phase of store closings.
- On or before October 25, 2024, the Sale Procedures Motion shall be approved by the Bankruptcy Court pursuant to an order in form and substance acceptable to the DIP Agents.
- The Debtors shall establish a date that is on or before November 21, 2024 as the deadline for submission of bids to purchase any portion of, or all or substantially all of, the Debtors’ assets in connection with the Sale (the “***Bid Deadline***”).
- On or prior to the date that is one (1) day after the Bid Deadline, the Debtors shall distribute to the DIP Agents all bids received for the Sale.
- On or before November 26, 2024, the Auction shall be completed; provided that this milestone will not apply if the Debtors do not receive two or more qualified bids for the Sale that are acceptable to the DIP Agents by the applicable bid deadline.

- On or before December 1, 2024, the Bankruptcy Court shall approve the Sale pursuant to an order in form and substance acceptable to the DIP Agents.
- On or before December 13, 2024, the Debtors shall consummate the Sale which shall result in the DIP Agents and Prepetition Agents being indefeasibly Paid in Full in Cash, except as otherwise agreed to by the DIP Agents.